



RECORDATION NO. 29520 FILED

OCT 27 '10 -3 00 PM

SURFACE TRANSPORTATION BOARD

OCT 27 2010
The Huntington National Bank
105 East Fourth Street, Suite 200C
Cincinnati, OH 45202

Surface Transportation Board
Office of Proceedings
395 E Street, SW
Washington, DC 20423-0001

October 21, 2010

Dear Surface Transportation Board.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) is a copy of a Memorandum of Lease, dated as of October 25, 2010, a primary document as defined in the Board's Rules of Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: The Huntington National Bank
105 East Fourth Street, Suite 200C
Cincinnati, OH 45202

Lessee: AMG Resources Corporation
Two Robinson Plaza
Pittsburgh, PA 15205

A description of the railroad equipment covered by the enclosed document is:

(07) HPJX Railcars 100 Ton, Flat-Bottom, Woodchip Gondolas which bare identifying marks as follows
(S/N: HJPJX147784, HPJX147793, HPJX147794, HPJX147834, HJPJX147856, HJPJX147892, HPJX147917)

(15) WAMX Railcars: ACF Open Top Single Tub Coal Car which bare identifying marks as follows:
(S/N: AMGX4405, AMGX4406, AMGX4407, AMGX4408, AMGX4409, AMGX4410, AMGX4411, AMGX4412, AMGX4413, AMGX4414, AMGX4415, AMGX4416, AMGX4417, AMGX4418, AMGX4419)

A short summary of the document to appear in the index is:

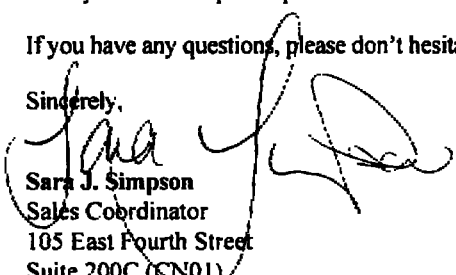
Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

If you have any questions, please don't hesitate to call.

Sincerely,



Sara J. Simpson
Sales Coordinator
105 East Fourth Street
Suite 200C (CN01)
Cincinnati, OH 45202
Phone: 513-639-8333
Fax: 877-343-5676
Sara.simpson@huntington.com

MEMORANDUM OF LEASE

1) Pursuant to that certain Master Lease Agreement dated November 14, 2002 and the related Financing Lease Schedule No. 277.04 dated October 25, 2010 (collectively, the "Lease Agreement") has leased to the Lessee the railroad cars identified on Exhibit A attached hereto and made a part hereof (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease".

2) The addresses of the parties are as follows:

Lessor: The Huntington National Bank
Equipment Finance Division
105 East Fourth Street, Suite 120
Cincinnati, OH 45202

Lessee: AMG Resources Corporation
Two Robinson Plaza, Suite 350
Pittsburgh, PA 15205

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3) The term of the Lease is seven years commencing on October 25, 2010 and will expire on October 25, 2017 unless otherwise extended or amended by the parties.

4) The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

5) This Memorandum of Lease may be executed in any number of counterparts, each of which is so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same document, which may be evidenced by any such signed counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of 10-25-10

The Huntington National Bank

By: [Signature]
Name: Todd A. Schemmel
Title: Sales Coordinator

State of Ohio, County of Hamilton

On 10/25/10 before me personally appeared Todd Schemmel, to me personally known, who being by me duly sworn says that his is Sales Coordinator of the Huntington National Bank, and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



SARA SIMPSON
Notary Public, State of Ohio
My Commission Expires 05-14-11

By: [Signature]
Name: Brian Cohen
Title: CFO

PA
State of Pittsburgh, County of Allegheny

On 10/22/10 before me personally appeared Brian Cohen, to me personally known, who being by my duly sworn says that he is C.F.O. of AMG Resources Corporation, Inc. and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Notary Public
My commission expires 7/22/14

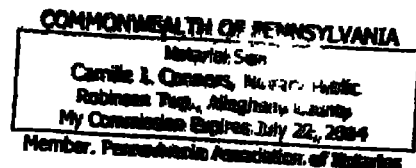


EXHIBIT A

DESCRIPTION OF RAILCARS

This is Exhibit A to the Memorandum of Lease dated October 25, 2010 between The Huntington National Bank as Lessor and AMG Resources Corporation as Lessee

Quantity of Cars: Twenty Two (22)

Description of Cars:

(15) WAMX Railcars - ACF Open Top Single Tub Coal Car
AMGX4405, AMGX4406, AMGX4407, AMGX4408, AMGX4409, AMGX4410, AMGX4411,
AMGX4412, AMGX4413, AMGX4414, AMGX4415, AMGX4416, AMGX4417, AMGX4418
AMGX4419

(07) HPJX Railcars - 100 Ton, Flat-Bottom, Woodchip Gondolas
HPJX147784, HPJX147793, HPJX147794, HPJX147834, HPJX147856, HPJX147892, HPJX147917